

**UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re: : Chapter 11  
:   
W.R. GRACE & CO., *et. al.* : Case No. 01-1139 (JKF)  
:   
Debtors : (Jointly Administered)  
:   
: **Hearing Date: June 25, 2007 at 2:00 p.m.**  
: **Objections Due: June 8, 2007 at 4:00 p.m.**  
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**TWENTY-THIRD QUARTERLY FEE APPLICATION OF  
PRICEWATERHOUSECOOPERS LLP, AUDITORS AND TAX  
CONSULTANTS FOR DEBTORS, FOR ALLOWANCE OF COMPENSATION  
AND REIMBURSEMENT OF EXPENSES FOR THE INTERIM  
PERIOD OF OCTOBER, 2006 THROUGH DECEMBER 31, 2006**

Name of Applicant: PricewaterhouseCoopers LLP  
  
Authorized to Provide  
Professional Services to: W.R. Grace & Co.  
  
Date of Retention: June 18, 2002 *nunc pro tunc* to January 10, 2002  
  
Period for which compensation  
and reimbursement is sought: October 1, 2006 – December 31, 2006  
  
Amount of fees and expenses sought  
as actual, reasonable and necessary: \$762,467.78  
  
This is a(n):     interim     final application   X   quarterly

The total time expended for the preparation of the fee applications for this period is  
approximately 64.1 hours for a cost of \$7,288.06.

Prior Applications: *First, Second and Third Quarterly Fee Applications of  
PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for  
Debtors, for Allowance of Compensation and Reimbursement of  
Expenses; filed November 15, 2002*  
  
*First Monthly Fee Application of PricewaterhouseCoopers, LLP,  
Auditors and Tax Consultants For Debtors, for Allowance of*

*Compensation and Reimbursement of Expenses for the Month of October, 2002; filed December 30, 2002*

*Second Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November, 2002; filed December 30, 2002*

*Third Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of December, 2002; filed February 12, 2003*

*Fourth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses; filed February 14, 2003*

*Fourth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January, 2003; filed April 3, 2003*

*Fifth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of February, 2003; filed April 17, 2003*

*Fifth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses; filed May 13, 2003*

*Sixth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of March, 2003; filed May 13, 2003*

*Seventh Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of April, 2003; filed July 9, 2003*

*Eighth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of*

*Compensation and Reimbursement of Expenses for the Month of May, 2003; filed July 9, 2003*

*Ninth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of June, 2003; filed August 14, 2003*

*Ninth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses; filed August 14, 2003*

*Tenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of July, 2003; filed September 9, 2003*

*Eleventh Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of August, 2003; filed October 22, 2003*

*Twelfth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of September, 2003; filed November 11, 2003*

*Tenth Quarterly Fee Application of PricewaterhouseCoopers LLP, Auditors and Tax Consultants For Debtors, For Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2003 through September 30, 2003, filed November 11, 2003*

*Thirteenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of October, 2003; filed December 12, 2003*

*Fourteenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November, 2003; filed January 14, 2004*

*Fifteenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of*

*Compensation and Reimbursement of Expenses for the Month of December, 2003; filed January 14, 2004*

*Eleventh Quarterly Fee Applications of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Allowance Of Compensation And Reimbursement Of Expenses for the period October 1, 2003 through December 31, 2003, filed February 12, 2004*

*Sixteenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January, 2004; filed March 10, 2004*

*Seventeenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of February, 2004; filed April 14, 2004*

*Eighteenth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of March, 2004; filed May 13, 2004*

*Twelfth Quarterly Fee Applications of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Allowance Of Compensation And Reimbursement Of Expenses for the period January 1, 2004 through March 31, 2004, filed May 7, 2004*

*Twentieth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of April, 2004; filed June 7, 2004*

*Twentieth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May, 2004; filed June 30, 2004*

*Twenty-First Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of June, 2004; filed July 30, 2004*

*Thirteenth Quarterly Fee Applications of PricewaterhouseCoopers LLP, Auditors And Tax Consultants For Debtors, For Allowance*

*Of Compensation And Reimbursement Of Expenses for the period April 1, 2004 through June 30, 2004, filed July 30, 2004*

*Twenty-second Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of July, 2004; filed September 14, 2004*

*Twentieth-third Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of August, 2004; filed October 15, 2004*

*Twenty-fourth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of September, 2004; filed November 5, 2004*

*Fourteenth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2004 through September 30, 2004; filed November 15, 2004*

*Twenty-fifth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of October, 2004; filed December 16, 2004*

*Twenty-sixth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November, 2004; filed January 14, 2005*

*Twenty-seventh Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of December, 2004; filed February 17, 2005*

*Twenty-eighth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January 2005; filed March 18, 2005*

*Twenty-Ninth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of February 2005; filed April 21, 2005*

*Thirtieth Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of March 2005; filed May 17, 2005*

*Fifteenth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period October 1, 2004 through December 31, 2004; filed February 17, 2005*

*Thirty First Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants for Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of April 2005; filed June 17, 2005*

*Thirty-second Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May 2005; filed August 2, 2005*

*Thirty-third Monthly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of June 2005; filed August 12, 2005*

*Thirty-fourth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of July 2005; filed September 12, 2005*

*Seventeenth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period April 1, 2005 and June 30, 2005; filed October 3, 2005*

*Thirty-fifth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of August 2005; filed October 17, 2005*

*Thirty-sixth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of September 2005; filed November 29, 2005*

*Thirty-seventh Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of October 2005; filed December 20, 2005*

*Thirty-eighth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November 2005; filed January 9, 2006.*

*Eighteenth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2005 and September 30, 2005; filed January 19, 2006*

*Thirty-ninth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of December 2005; filed February 13, 2006*

*Fortieth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January 2006; filed March 21, 2006*

*Nineteenth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period October 1, 2005 and December, 2005; filed May 4, 2006.*

*Forty-first Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of February, 2006; filed May 5, 2006*

*Forty-second Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of March, 2006; filed May 19, 2006*

*Forty-third Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of April, 2006; filed July 21, 2006*

*Forty-fourth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of May, 2006; filed August 16, 2006*

*Twentieth Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period January 1, 2006 and March 31, 2006; filed August 29, 2006.*

*Forty-fifth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of June, 2006; filed September 20, 2006*

*Forty-sixth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of July, 2006; filed October 9, 2006*

*Forty-seventh Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of August, 2006; filed November 8, 2006*

*Twenty-first Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period April 1, 2006 and June 30, 2006; filed November 13, 2006.*

*Forty-eighth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of September, 2006; filed November 22, 2006*



*Forty-ninth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of October, 2006; filed February 13, 2007.*

*Twenty-first Quarterly Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the period July 1, 2006 and September 30, 2006; filed February 23, 2007.*

*Fiftieth Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of November, 2006; filed February 21, 2007.*

*Fifty-first Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of December, 2006; filed April 18, 2007.*

*Fifty-second Fee Application of PricewaterhouseCoopers, LLP, Auditors and Tax Consultants For Debtors, for Allowance of Compensation and Reimbursement of Expenses for the Month of January, 2007; filed April 24, 2007.*